

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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PLYMOUTH COUNTY RETIREMENT :
ASSOCIATION, Individually and on Behalf of :
All Others Similarly Situated, :
 : 21-cv-04390-VM
 : (Consolidated with 21-cv-05658-VM)
Plaintiff, :
v. :
 :
ARRAY TECHNOLOGIES, INC., ATI :
INTERMEDIATE HOLDINGS, LLC, JIM :
FUSARO, NIPUL PATEL, TROY ALSTEAD, :
ORLANDO D. ASHFORD, FRANK CANNOVA, :
RON P. CORIO, BRAD FORTH, PETER :
JONNA, JASON LEE, ATI INVESTMENT :
PARENT, LLC, OAKTREE ATI INVESTORS, :
L.P., OAKTREE POWER OPPORTUNITIES :
FUND IV, L.P., OAKTREE POWER :
OPPORTUNITIES FUND IV (PARALLEL), L.P., :
GOLDMAN SACHS & CO. LLC, J.P. MORGAN :
SECURITIES LLC, GUGGENHEIM :
SECURITIES, LLC, CREDIT SUISSE :
SECURITIES (USA) LLC, BARCLAYS :
CAPITAL INC., UBS SECURITIES LLC, :
COWEN AND COMPANY, LLC, :
OPPENHEIMER & CO. INC., JOHNSON RICE :
& COMPANY L.L.C., ROTH CAPITAL :
PARTNERS, LLC, PIPER SANDLER & CO., :
MUFG SECURITIES AMERICAS INC., :
NOMURA SECURITIES INTERNATIONAL, :
INC., MORGAN STANLEY & CO. LLC, :
 :
Defendants. :
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STIPULATION AND [PROPOSED] AMENDED SCHEDULING ORDER

Lead Plaintiff Plymouth County Retirement Association (“PCRA”) and Carpenters Pension Trust Fund for Northern California (“Northern California Carpenters,” and together with PCRA, “Lead Plaintiff”), by and through its undersigned counsel, and Defendants Array Technologies, Inc., ATI Intermediate Holdings, LLC, Jim Fusaro, Nipul Patel, Troy Alstead, Orlando D. Ashford, Frank Cannova, Ron P. Corio, Brad Forth, Peter Jonna, Jason Lee, ATI Investment Parent, LLC, Oaktree ATI Investors, L.P., Oaktree Power Opportunities Fund IV, L.P., Oaktree Power Opportunities Fund IV (Parallel), L.P., Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Guggenheim Securities, LLC, Credit Suisse Securities (USA) LLC, Barclays Capital Inc., UBS Securities LLC, Cowen and Company, LLC, Oppenheimer & Co. Inc., Johnson Rice & Company L.L.C., Roth Capital Partners, LLC, Piper Sandler & Co., MUFG Securities Americas Inc., Nomura Securities International, Inc., and Morgan Stanley & Co. LLC (together, “Defendants”), by and through their undersigned counsel, hereby stipulate and agree to the following matters:

WHEREAS, Lead Plaintiff requests a 2-week extension of the time to file the Amended Complaint;

WHEREAS, Defendants do not oppose Lead Plaintiff’s request so long as it does not impact Defendants’ time to respond to the Amended Complaint;

WHEREAS, this is Lead Plaintiff’s first request for an extension of time in this matter;

NOW, THEREFORE, the parties, by and through their undersigned counsel, in the interests of judicial economy, hereby agree and stipulate, and respectfully request that the Court order as follows:

1. Lead Plaintiff shall file a consolidated amended complaint (the “CAC”) on or before December 3, 2021.

2. On or before January 24, 2022, Defendants shall either answer the CAC or, pursuant to the Court's Individual Practices II.B.1, transmit one or more letters to Lead Plaintiff, with a copy to the Court, setting forth the specific absence of particulars, insufficient notice, or other pleading deficiencies in the CAC and other reasons or controlling authorities the Defendants contend would warrant dismissal and that, if properly rectified, could avoid the filing of the motion. The parties agree that upon transmission of any such pre-motion letter(s) by Defendants, Defendants' time to answer, move, or otherwise respond to the CAC shall be stayed in accordance with the schedule set forth below.

3. If Defendants transmit one or more letters pursuant to paragraph 2 above, on or before February 23, 2022, Lead Plaintiff shall respond by one or more similar letters, with copy to the Court, indicating the extent, if any, to which Lead Plaintiff concurs with Defendants' objections and the amendments, if any, to be made to the CAC to address them, or else stating the reasons and controlling authority that supports the CAC as filed. Lead Plaintiff may seek leave to amend the CAC to address identified deficiencies if the time to do so as of right has expired.

4. If, as a result of this exchange of letters, the parties have failed to resolve their dispute about the appropriateness of filing a motion to dismiss, then, pursuant to the Court's Individual Practices II.B.2, on or before March 21, 2022, the Defendants shall notify the Court in writing, indicating why a motion dismiss remains warranted.

5. If, following receipt of this Court's preliminary guidance or rulings pursuant to the Court's Individual Practices II.B.2, the Defendants proceed to file one or more formal motions to dismiss, they shall do so within forty-five (45) days of the receipt of the Court's guidance or rulings; Lead Plaintiff shall file one or more oppositions to the motion(s) to dismiss within forty-

five (45) days thereafter; and Defendants may file one or more reply briefs in further support within thirty (30) days of the filing of Lead Plaintiff's opposition(s).

6. By executing this Stipulation, neither Lead Plaintiff nor Defendants waive any defense or claim, and all such defenses and claims are expressly reserved. The parties do not intend anything in this Stipulation to curtail any right under the Federal Rules of Civil Procedure that might otherwise exist absent this Stipulation.

IT IS SO STIPULATED.

Dated: New York, New York
November 18, 2021

/s/ Michael P. Canty

Michael P. Canty
Corban S. Rhodes
LABATON SUCHAROW LLP
140 Broadway
New York, New York 10005
Tel.: (212) 907-0700
Fax: (212) 818-0477
mcanty@labaton.com
crhodes@labaton.com

*Attorneys for Lead Plaintiff Plymouth County
Retirement Association and Carpenters
Pension Trust Fund for Northern California*

/s/ Peter L. Welsh

Peter L. Welsh
Lisa H. Bebachick
ROPES & GRAY LLP
1211 Avenue of the Americas
New York, New York 10036
Tel.: (212) 596-9000
Fax: (212) 596-9090
peter.welsh@ropesgray.com
lisa.bebchick@ropesgray.com

*Attorneys for Defendants Array Technologies
and Array Intermediate Holdings, LLC*

/s/ Stefan Atkinson

Stefan Atkinson
Amal El Bakhar
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Tel.: (212) 446-4800
Fax: (212) 446-4900
stefan.atkinson@kirkland.com
amal.elbakhar@kirkland.com

*Attorneys for Defendants Frank Cannova,
Peter Jonna, Jason Lee, ATI Investment
Parent, LLC, Oaktree ATI Investors, L.P.,
Oaktree Power Opportunities Fund IV, L.P.,
and Oaktree Power Opportunities Fund IV
(Parallel), L.P.*

/s/ Jay B. Kasner

Jay B. Kasner
Scott D. Musoff
**SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP**
One Manhattan West
New York, New York 10001
Tel.: (212) 735-3000
Fax: (212) 735-2000
jay.kasner@skadden.com
scott.musoff@skadden.com

*Attorneys for Defendants Goldman Sachs &
Co. LLC, J.P. Morgan Securities LLC,
Guggenheim Securities, LLC, Credit Suisse
Securities (USA) LLC, Barclays Capital Inc.,
UBS Securities LLC, Cowen and Company,
LLC, Oppenheimer & Co. Inc., Johnson Rice
& Company L.L.C., Roth Capital Partners,
LLC, Piper Sandler & Co., MUFG Securities
Americas Inc., Nomura Securities
International, Inc., and Morgan Stanley &
Co. LLC*

/s/ Robert A. Sacks

Robert A. Sacks
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Tel.: (212) 558-4000
Fax: (212) 558-3588
sacksr@sullcrom.com

*Attorneys for Defendants Jim Fusaro, Nipul
Patel, Troy Alstead, Orlando D. Ashford, Ron
P. Corio, and Brad Forth*

SO ORDERED:

Dated: New York, New York
November __, 2021

Hon. Victor Marrero
United States District Judge